

B 2100A (Form 2100A) (12/15)

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re SunEdison, Inc.,

Case No. 16-10992

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Water Street Solar 1, LLC

Name of Transferee

Borrego Solar Systems, Inc.

Name of Transferor

Name and Address where notices to transferee should be sent:

Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

Phone: (212) 558-4000

Last Four Digits of Acct #: N/A

Court Claim # (if known): 2463

Amount of Claim: \$577,045.05

Date Claim Filed: 09/19/2016

Phone: _____

Last Four Digits of Acct. #: N/A

Name and Address where transferee payments should be sent (if different from above):

Water Street Solar 1, LLC, C/O George Landman
7550 Wisconsin Ave, 9th Floor
Bethesda, MD 20814

Phone: _____

Last Four Digits of Acct #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ David R. Zylberberg
Transferee/Transferee's Agent

Date: 12/21/2016

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

On December 1, 2016, for value received, the adequacy and sufficiency of which are hereby acknowledged, **Borrego Solar Systems, Inc.** ("Transferor") unconditionally and irrevocably transferred to **Water Street Solar 1, LLC** ("Transferee") all of its right, title, interest in its claims numbered **2463** and **2496** in the chapter 11 cases of SunEdison, Inc. and its debtor affiliates (collectively, the "Debtors") in the United States Bankruptcy Court for the District of New York (the "Bankruptcy Court") being jointly-administered under Case No. 16-10992 (SMB) pursuant to an Assignment and Settlement Agreement dated as of September 8, 2016 between Transferor and Transferee.

Transferor hereby waives any objection to the transfer of the claim to Transferee on the books and records of the Debtors and the Bankruptcy Court and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Transferor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Transferor regarding the transfer of the foregoing claim and recognizing the Transferee as the sole owner and holder of the claim. Transferor further directs the Debtors, the Bankruptcy Court and all other interested parties that all further notices relating to the claims and all payments or distributions of money or property in respect of claims, shall be delivered or made to Transferee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED ON **December 21, 2016**.

Borrego Solar Systems, Inc.

By: Michael Hall

By: 

Name: Michael Hall
Title: Chief Executive Officer

Water Street Solar 1, LLC

By: TerraForm Solar XVIII, LLC,
Its sole member and manager

By: _____
Name: Jeff Meigel
Title: Authorized Representative

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